

UNITED STATES DISTRICT COURT  
FOR THE  
DISTRICT OF MASSACHUSETTS

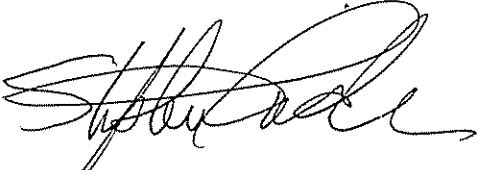
_____	)	
FIT TECH, INC., PLANET FITNESS	)	
CENTER, INC., PLANET FITNESS	)	
CENTER OF MAINE, INC., PLANET	)	
FITNESS CENTER OF DARTMOUTH,	)	
INC., PLANET FITNESS CENTER OF	)	
SALEM, INC., PLANET FITNESS	)	
CENTER OF BRIGHTON, INC.,	)	
STRATFORD FITNESS CENTER, INC.,	)	
DAVID B. LAIRD and SCOTT G.	)	
BAKER,	)	
Plaintiffs,	)	Civil Action No.
	)	05-10471-MEL
vs.	)	
	)	
BALLY TOTAL FITNESS HOLDING	)	
CORPORATION, HOLIDAY	)	
UNIVERSAL, INC., and	)	
PAUL TOBACK	)	
Defendants.	)	
_____	)	

**STIPULATION OF DISMISSAL OF ALL CLAIMS WITH PREJUDICE**

Pursuant to Fed. R. Civ. P. 41(a)(1), the Plaintiffs Fit Tech, Inc., Planet Fitness Center, Inc., Planet Fitness Center of Maine, Inc., Planet Fitness Center of Dartmouth, Inc., Planet Fitness Center of Salem, Inc., Planet Fitness Center of Brighton, Inc., Stratford Fitness Center, Inc., David B. Laird, and Scott G. Baker ("Plaintiffs") hereby dismiss all of their claims against Defendants Bally Total Fitness Holding Corporation, Holiday Universal, Inc., and Paul Toback ("Defendants") with prejudice with each party to bear its own attorneys' fees and costs and waiving any and all rights to appeal.

Respectfully submitted,

Plaintiffs,  
FIT TECH, INC., et al.  
By their attorneys,



/s/ Stephen W. Rider

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Defendants,

BALLY TOTAL FITNESS  
HOLDING CORPORATION,  
HOLIDAY UNIVERSAL, INC., and  
PAUL TOBACK,  
By their attorneys,

/s/ Matthew J. Fogelman

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Dated: <sup>Nov</sup>~~October~~ 3, 2006

**CERTIFICATE OF SERVICE**

I, Matthew J. Fogelman, hereby certify that this document has been filed through the ECF system and will be sent electronically to the registered participants as identified on the Notice of Electronic Filing (NEF) and paper copies will be sent to those indicated as non-registered participants on this date.

Date: ~~October~~ <sup>Nov</sup> 3, 2006

/s/ Matthew J. Fogelman